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# Amendments to the claims

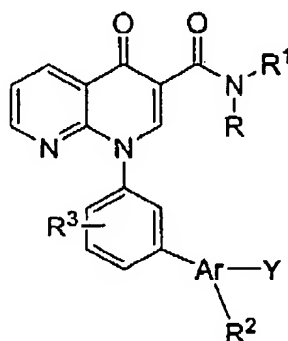
This listing of claims will replace all prior versions, and listings, of claims in the application:

## Listing of Claims:

1-2. (Cancelled)

3. (Previously amended)

A compound represented by Formula (I):



(I)

or a pharmaceutically acceptable salt thereof, wherein

Ar is phenyl, pyridyl, pyrimidyl, indolyl, quinoliny, thienyl, pyridonyl, oxazolyl, oxadiazolyl, thiadiazolyl, or imidazolyl; or oxides thereof when Ar is a heteroaryl;

Y is -C<sub>3-4</sub>cycloalkyl(C<sub>1-4</sub>alkyl)<sub>m</sub>-COOH, wherein the C<sub>3-4</sub>cycloalkyl is optionally substituted with halogen, alkoxy, hydroxy or nitrile, and the (C<sub>1-4</sub>alkyl) substituents are optionally linked to form a C<sub>3-4</sub>cycloalkyl; wherein n is 0, 1, 2, 3 or 4, m is 0, 1 or 2;

R is H or -C<sub>1-6</sub>alkyl;

R<sup>1</sup> is H, or -C<sub>1-6</sub>alkyl, -C<sub>3-6</sub>cycloalkyl, -C<sub>1-6</sub>alkoxy, -C<sub>2-6</sub>alkenyl, -C<sub>3-6</sub>alkynyl, heteroaryl, or heterocycle group, optionally substituted with 1-3 independent haloC<sub>1-6</sub>alkyl, -C<sub>1-6</sub>alkyl, -C<sub>1-6</sub>alkoxy, OH, amino, -(C<sub>0-6</sub>alkyl)-SO<sub>p</sub>-(C<sub>1-6</sub>alkyl), nitro, CN, =N-O-C<sub>1-6</sub>alkyl, -O-N=C<sub>1-6</sub>alkyl, or halogen substituents, wherein p is 0, 1 or 2;

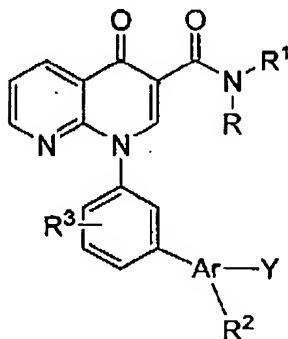
R<sup>2</sup> is H, halogen, -CN, -NO<sub>2</sub>, -C<sub>1-6</sub>alkyl, -C<sub>3-6</sub>cycloalkyl, -O-C<sub>3-6</sub>cycloalkyl, O-C<sub>1-6</sub>alkyl, O-C<sub>3-6</sub>cycloalkyl-C<sub>1-6</sub>alkyl(C<sub>3-6</sub>cycloalkyl)(C<sub>3-6</sub>cycloalkyl), -C<sub>1-6</sub>alkoxy, phenyl, heteroaryl, heterocycle, amino, -C(O)-C<sub>1-6</sub>alkyl, -C(O)-O-C<sub>1-6</sub>alkyl,

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C<sub>1</sub>-6alkoxy, phenyl, heteroaryl, heterocycle, amino, -C(O)-C<sub>1</sub>-6alkyl, -C(O)-O-C<sub>1</sub>-6alkyl, -C<sub>1</sub>-6alkyl(=N-OH), -C(N=NOH)C<sub>1</sub>-6alkyl, -C<sub>0</sub>-6alkyl(oxy)C<sub>1</sub>-6alkyl-phenyl, -SO<sub>k</sub>NH(C<sub>0</sub>-6alkyl), or -(C<sub>0</sub>-6alkyl)-SO<sub>k</sub>-(C<sub>1</sub>-6alkyl), wherein the phenyl, heteroaryl or heterocycle is optionally substituted with halogen, -C<sub>1</sub>-6alkyl, -C<sub>1</sub>-6alkoxy, hydroxy, amino, or -C(O)-O-C<sub>1</sub>-6alkyl, and wherein the alkyl or cycloalkyl is optionally substituted with 1-6 independently selected halogens or -OH, and wherein k is 0, 1, or 2;

R<sup>3</sup> is selected from H, halogen, CN, -C<sub>1</sub>-6alkyl, -C<sub>3</sub>-6cycloalkyl, nitro, -C(O)-C<sub>1</sub>-6alkyl, -C(O)-O-C<sub>0</sub>-6alkyl, -SO<sub>n'</sub>NH(C<sub>0</sub>-6alkyl), or -(C<sub>0</sub>-6alkyl)-SO<sub>n'</sub>-(C<sub>1</sub>-6alkyl), O-C<sub>1</sub>-6alkyl, O-C<sub>3</sub>-6cycloalkyl, wherein n' is 0, 1, or 2 and wherein the alkyl and cycloalkyl is optionally substituted with 1-6 independently selected halogen or OH.

4. (Previously amended) A compound represented by Formula (I):



(I)

or a pharmaceutically acceptable salt thereof, wherein

Y is cyclopropyl-COOH;

Ar is phenyl.

R is H or -C<sub>1</sub>-6alkyl;

R<sup>1</sup> is H, or -C<sub>1</sub>-6alkyl, -C<sub>3</sub>-6cycloalkyl, -C<sub>1</sub>-6alkoxy, -C<sub>2</sub>-6alkenyl, -C<sub>3</sub>-6alkynyl, heteroaryl, or heterocycle group, optionally substituted with 1-3 independent haloC<sub>1</sub>-6alkyl, -C<sub>1</sub>-6alkyl, -C<sub>1</sub>-6alkoxy, OH, amino, -(C<sub>0</sub>-6alkyl)-SO<sub>p</sub>-(C<sub>1</sub>-6alkyl), nitro, CN, =N-O-C<sub>1</sub>-6alkyl, -O-N=C<sub>1</sub>-6alkyl, or halogen substituents, wherein p is 0, 1 or 2;

R<sup>2</sup> is H, halogen, -CN, -NO<sub>2</sub>, -C<sub>1</sub>-6alkyl, -C<sub>3</sub>-6cycloalkyl, -O-C<sub>3</sub>-6cycloalkyl, O-C<sub>1</sub>-6alkyl, O-C<sub>3</sub>-6cycloalkyl-C<sub>1</sub>-6alkyl(C<sub>3</sub>-6cycloalkyl)(C<sub>3</sub>-6cycloalkyl), -C<sub>1</sub>-6alkoxy, phenyl, heteroaryl, heterocycle, amino, -C(O)-C<sub>1</sub>-6alkyl, -C(O)-O-C<sub>1</sub>-6alkyl,

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-C<sub>1-6</sub>alkyl(=N-OH), -C(N=NOH)C<sub>1-6</sub>alkyl, -C<sub>0-6</sub>alkyl(oxy)C<sub>1-6</sub>alkyl-phenyl, -SO<sub>k</sub>NH(C<sub>0-6</sub>alkyl), or -(C<sub>0-6</sub>alkyl)-SO<sub>k</sub>-(C<sub>1-6</sub>alkyl), wherein the phenyl, heteroaryl or heterocycle is optionally substituted with halogen, -C<sub>1-6</sub>alkyl, -C<sub>1-6</sub>alkoxy, hydroxy, amino, or -C(O)-O-C<sub>1-6</sub>alkyl, and wherein the alkyl or cycloalkyl is optionally substituted with 1-6 independently selected halogens or -OH, and wherein k is 0, 1, or 2;

R<sup>3</sup> is selected from H, halogen, CN, -C<sub>1-6</sub>alkyl, -C<sub>3-6</sub>cycloalkyl, nitro, -C(O)-C<sub>1-6</sub>alkyl, -C(O)-O-C<sub>0-6</sub>alkyl, -SO<sub>n'</sub>NH(C<sub>0-6</sub>alkyl), or -(C<sub>0-6</sub>alkyl)-SO<sub>n'</sub>-(C<sub>1-6</sub>alkyl), O-C<sub>1-6</sub>alkyl, O-C<sub>3-6</sub>cycloalkyl, wherein n' is 0, 1, or 2 and wherein the alkyl and cycloalkyl is optionally substituted with 1-6 independently selected halogen or OH.

5. (Cancelled)

6. (Original) The compound according to claim 4, or a pharmaceutically acceptable salt thereof, wherein

R<sup>1</sup> is -C<sub>3-6</sub>cycloalkyl optionally substituted with 1-3 independent -C<sub>1-6</sub>alkyl, -C<sub>1-6</sub>alkoxy, OH, amino, -(C<sub>0-6</sub>alkyl)-SO<sub>p</sub>-(C<sub>1-6</sub>alkyl), nitro, CN, =N-O-C<sub>1-6</sub>alkyl, -O-N=C<sub>1-6</sub>alkyl, or halogen substituents.

7. (Original) The compound according to claim 4, or a pharmaceutically acceptable salt thereof, wherein

R is hydrogen.

8. (Original) The compound according to claim 4, or a pharmaceutically acceptable salt thereof, wherein

R<sup>2</sup> is hydrogen or -C<sub>1-3</sub>alkyl.

9. (Original) The compound according to claim 4, or a pharmaceutically acceptable salt thereof, wherein

R<sup>1</sup> is -C<sub>3-6</sub>cycloalkyl optionally substituted with methyl or halo; and  
R is hydrogen.

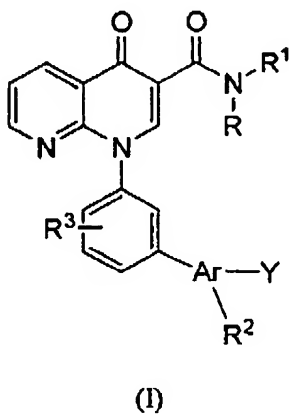
10. (Original) The compound according to claim 4, or a pharmaceutically acceptable salt thereof, wherein

R<sup>1</sup> is cyclopropyl optionally substituted with methyl or halo; and  
R and R<sup>2</sup> are hydrogen.

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11-18 (Cancelled)

19. (Previously amended) A compound represented by Formula (I):



or a pharmaceutically acceptable salt thereof, wherein

R and R<sup>3</sup> are hydrogen,;

R<sup>1</sup> is -C<sub>3-6</sub>cycloalkyl optionally substituted with methyl or halo, or  
-C<sub>1-3</sub>alkyl optionally substituted with 1-3 halo; and

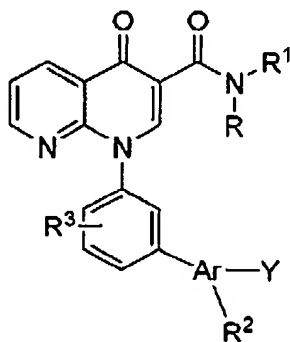
Ar is phenyl;

R<sup>2</sup> is hydrogen or halo; and

Y is -CH<sub>3</sub>-C<sub>3-4</sub>cycloalkyl-COOH or -C<sub>3-4</sub>cycloalkyl-COOH.

20-28. (Cancelled)

29. (Previously amended) A compound represented by Formula (I):



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(I)

or a pharmaceutically acceptable salt thereof, wherein

Ar is phenyl, pyridyl, pyrimidyl, indolyl, quinoliny, thienyl, pyridonyl, oxazolyl, oxadiazolyl, thiadiazolyl, or imidazolyl; or oxides thereof when Ar is a heteroaryl; Y is -C<sub>3</sub>-6cycloalkyl(C<sub>1</sub>-4alkyl)<sub>m</sub>-COOH, wherein the C<sub>3</sub>-6cycloalkyl is optionally substituted with halogen, alkoxy, hydroxy or nitrile, and the (C<sub>1</sub>-4alkyl) substituents are optionally linked to form a C<sub>3</sub>-6cycloalkyl; wherein n is 0, 1, 2, 3 or 4, m is 0, 1;

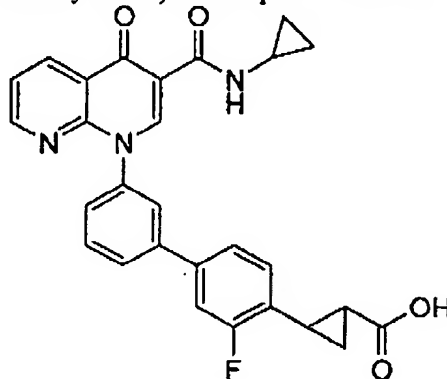
R is H or -C<sub>1</sub>-6alkyl;

R<sup>1</sup> is H, or -C<sub>1</sub>-6alkyl, -C<sub>3</sub>-6cycloalkyl, -C<sub>1</sub>-6alkoxy, -C<sub>2</sub>-6alkenyl, -C<sub>3</sub>-6alkynyl, heteroaryl, or heterocycle group, optionally substituted with 1-3 independent haloC<sub>1</sub>-6alkyl, -C<sub>1</sub>-6alkyl, -C<sub>1</sub>-6alkoxy, OH, amino, -(C<sub>0</sub>-6alkyl)-SO<sub>p</sub>-(C<sub>1</sub>-6alkyl), nitro, CN, =N-O-C<sub>1</sub>-6alkyl, -O-N=C<sub>1</sub>-6alkyl, or halogen substituents, wherein p is 0, 1 or 2;

R<sup>2</sup> is H, halogen, -CN, -NO<sub>2</sub>, -C<sub>1</sub>-6alkyl, -C<sub>3</sub>-6cycloalkyl, -O-C<sub>3</sub>-6cycloalkyl, O-C<sub>1</sub>-6alkyl, O-C<sub>3</sub>-6cycloalkyl-C<sub>1</sub>-6alkyl(C<sub>3</sub>-6cycloalkyl)(C<sub>3</sub>-6cycloalkyl), -C<sub>1</sub>-6alkoxy, phenyl, heteroaryl, heterocycle, amino, -C(O)-C<sub>1</sub>-6alkyl, -C(O)-O-C<sub>1</sub>-6alkyl, -C<sub>1</sub>-6alkyl(=N-OH), -C(N=NOH)C<sub>1</sub>-6alkyl, -C<sub>0</sub>-6alkyl(oxy)C<sub>1</sub>-6alkyl-phenyl, -SO<sub>k</sub>NH(C<sub>0</sub>-6alkyl), or -(C<sub>0</sub>-6alkyl)-SO<sub>k</sub>-(C<sub>1</sub>-6alkyl), wherein the phenyl, heteroaryl or heterocycle is optionally substituted with halogen, -C<sub>1</sub>-6alkyl, -C<sub>1</sub>-6alkoxy, hydroxy, amino, or -C(O)-O-C<sub>1</sub>-6alkyl, and wherein the alkyl or cycloalkyl is optionally substituted with 1-6 independently selected halogens or -OH, and wherein k is 0, 1, or 2;

R<sup>3</sup> is selected from H, halogen, CN, -C<sub>1</sub>-6alkyl, -C<sub>3</sub>-6cycloalkyl, nitro, -C(O)-C<sub>1</sub>-6alkyl, -C(O)-O-C<sub>0</sub>-6alkyl, -SO<sub>n'</sub>NH(C<sub>0</sub>-6alkyl), or -(C<sub>0</sub>-6alkyl)-SO<sub>n'</sub>-(C<sub>1</sub>-6alkyl), O-C<sub>1</sub>-6alkyl, O-C<sub>3</sub>-6cycloalkyl, wherein n' is 0, 1, or 2 and wherein the alkyl and cycloalkyl is optionally substituted with 1-6 independently selected halogen or OH.

30. (Previously added) A compound which is:



or a pharmaceutically acceptable salt thereof.

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31. (Previously added) A pharmaceutical composition comprising a therapeutically effective amount of the compound according to claim 30 or a pharmaceutically acceptable salt thereof; and a pharmaceutically acceptable carrier.

32-36 (Cancelled)

37. (New) A compound which is 2-(trans)-{3'-[3-[(cyclopropylamino)carbonyl]-4-oxo-1,8-naphthyridin-1(4*H*)-yl]-3-fluoro-1,1'-biphenyl-4-yl}cyclopropanecarboxylic acid; or a pharmaceutically acceptable salt thereof.

38. (New) A pharmaceutical composition comprising a therapeutically effective amount of the compound according to claim 37 or a pharmaceutically acceptable salt thereof; and a pharmaceutically acceptable carrier.

39. (New) A compound which is 2-(cis)-{3'-[3-[(cyclopropylamino)carbonyl]-4-oxo-1,8-naphthyridin-1(4*H*)-yl]-3-fluoro-1,1'-biphenyl-4-yl}cyclopropanecarboxylic acid; or a pharmaceutically acceptable salt thereof.

40. (New) A pharmaceutical composition comprising a therapeutically effective amount of the compound according to claim 39 or a pharmaceutically acceptable salt thereof; and a pharmaceutically acceptable carrier.